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E-Filed: March 22, 2007

5 -and-

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12 Counsel for Compass Financial Partners, LLC

14 **UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

15 In re: 16 USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
17 In re: 18 USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Chapter 11
19 In re: 20 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	Jointly Administered Under Case No. BK-S-06-10725 LBR
21 In re: 22 USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	<b>DESIGNATION OF LOCAL COUNSEL    AND CONSENT THERETO</b>
23 In re: 24 USA SECURITIES, LLC, Debtor.	Date: N/A Time: N/A
25 Affects: <input checked="" type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Securities, LLC <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA First Trust Deed Fund, LLC	

1 The undersigned, one of the attorneys of record for Compass Financial Partners LLC,  
2 has submitted to the Court a "Verified Petition for Permission to Practice in this Case Only."  
3 Not being admitted to the bar of this Court, and not maintaining an office in the District of  
4 Nevada for the practice of law, he believes it to be in the best interest of the client to designate  
5 Peter C. Bernhard (Nevada Bar No. 734) and Georganne W. Bradley (Nevada Bar No. 1105),  
6 attorneys at law, members of the State Bar of Nevada, and previously admitted to practice  
7 before the above-entitled Court, as local counsel in this action. The address of said designated  
8 Nevada Counsel is: Bullivant Houser Bailey PC, 3980 Howard Hughes Pkwy., Ste. 550, Las  
9 Vegas, Nevada 89169, Telephone: (702) 650-6565, Facsimile: (702) 650-2995.

10 By this designation, the undersigned attorney and party agree that all documents and  
11 papers issued out of this Court in the above-entitled case may be served on the designated local  
12 counsel. Further, said local counsel shall be responsible for providing copies of the same to the  
13 co-counsel. Further, this designation constitutes agreement and authorization by the  
14 undersigned for the designated local counsel to sign stipulations binding on all of us. The time  
15 for performing any act under applicable Rule shall run from the date of service on the local  
16 counsel.

17 Respectfully submitted this 21 day of March, 2007.

WEIL, GOTSHAL & MANGES LLP

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Counsel for Compass Financial Partners LLC

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## **CONSENT OF DESIGNATED NEVADA COUNSEL**

The undersigned hereby consent to serve as Nevada counsel in this case and agrees that he/she/they is/are responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that he/she/they is/are responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

DATED this 22nd day of March, 2007.

## BULLIVANT Houser Bailey PC

By: Georganne W. Bradley  
Peter C. Bernhard  
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Georganne W. Bradley  
(Nevada Bar No. 1105)  
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Nevada Counsel for Compass Financial Partners, LLC

## APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned party appoints Peter C. Bernhard and Georganne W. Bradley, and the law firm of Bullivant Houser Bailey PC, as its Designated Nevada Counsel in this case.

## COMPASS FINANCIAL PARTNERS, LLC

By: 